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UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF NEVADA

In re:) CASE NO.: 16-14459-GS
)
SunPower by Renewable Energy Electric, Inc.,) Chapter 11
)
Debtor.) Confirmation Hearing Date: August 17, 2017
) Confirmation Hearing Time: 9:30 a.m.

**DECLARATION OF SAMUEL A. SCHWARTZ CERTIFYING
VOTING ON AND TABULATION OF BALLOTS ACCEPTING
AND REJECTING THE DEBTOR'S PLAN OF REORGANIZATION**

SAMUEL A. SCHWARTZ, ESQ., being duly sworn, deposes and says:

1. I am a principal of Schwartz Flansburg PLLC ("SF" or the "Firm"), 6623 Las Vegas Blvd. South, Suite 300, Las Vegas, Nevada 89119. I am authorized to make this declaration on SF's behalf and unless otherwise indicated, I have personal knowledge of the facts set forth herein.

The Balloting and Procedures Order

2. On June 26, 2017, the Bankruptcy Court entered an Order approving the procedures (the "Voting Procedures") for the solicitation and tabulation of votes to accept or reject the Second Amended Plan of Reorganization of SunPower by Renewable Energy Electric,

Inc. (the “**Plan**”).¹ In the Voting Procedures, the Bankruptcy Court, among other things:

- a. approved SF as the voting and tabulation agent in connection with the solicitation and tabulation of votes on the Plan;
- b. approved certain solicitation procedures, vote tabulation rules, forms of ballots, and notice requirements regarding the solicitation of votes on the Plan;
- c. established August 3, 2017 (the “**Voting Deadline**”), as the last day by which SF may receive Plan acceptances or rejections; and
- d. authorized that any entity entitled to vote to accept or reject the Plan may change its vote by casting a superseding Ballot so that such superseding Ballot is actually received by SF.

3. On June 29, 2017, SF mailed solicitation packages in accordance with the Voting Procedures to all claim holders in anticipation of the August 17, 2017 confirmation hearing.

4. A Certificate of Service was filed with the Bankruptcy Court on July 6, 2017, indicating that the appropriate solicitation packages were mailed out on June 29, 2017. See Docket No. 225. SF did not receive any solicitation packets as undeliverable.

Classes Entitled to Vote

5. In accordance with the Plan and the Voting Procedures, claim holders in Classes 1 through 8 were entitled to vote on the Plan.

6. SF tabulated votes on the Plan in accordance with the tabulation rules in the Voting Procedures and the Bankruptcy Court approved instructions on each Ballot. As of the date and time of this Declaration, SF received 4 acceptances of the Plan and zero rejections of the Plan, set forth in the following table:

¹ Capitalized terms not otherwise defined herein shall have those meanings ascribed to them in the Plan.

Class	Creditor	Accept	Reject	Class %/Amount
1	Strategic Funding Source, Inc.	X		100%
2	SBF Finance Technology, LLC	X		100%
3	Pearl Beta Funding, LLC			Did Not Vote
4	Wells Fargo Equipment Finance			Did Not Vote
5(a) - 5(o)	Ally Bank			Did Not Vote
5(p)	JP Morgan Chase Bank			Did Not Vote
5(q)	Toyota Financial Services			Did Not Vote
6	Soligent Distribution, LLC			Did Not Vote
7	SunPower Corporation	X		100%
8	General Unsecured Creditors			
	American Express Bank	X		\$60,329.71
	Advanstaff, Inc.	X		\$145,717.86
	Class 4 Total:	<u>100%</u>	<u>0.0%</u>	<u>\$206,047.57</u>

7. Accordingly, the Classes of Claims have either accepted or rejected the Debtor's

Plan as follows:

8. In Class 1, the Strategic Funding Source, Inc. **ACCEPTED** the Plan.

9. In Class 2, SBF Finance Technology, LLC **ACCEPTED** the Plan.

10. In Class 7, SunPower Corporation **ACCEPTED** the Plan.

11. In Class 8, the General Unsecured Creditors **ACCEPTED** the Plan. Specifically, two (2) general unsecured creditors accepted the Plan with claims in the amount of \$206,047.57, or 100% of the voting claims in Class 8, while no claims in Class 8 rejected the Plan. Therefore, the majority of creditors and two-thirds in dollar amount requirements are satisfied for Class 8 to be an accepting class.

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1 Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true
2 and correct.

3
4 Dated this 11th day of August, 2017.

5 /s/ Samuel A. Schwartz
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